

OCT 05 '09

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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

October 1, 2009



Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 24197.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Iowa, Chicago & Eastern Railroad Corporation
140 N. Phillips Avenue
Sioux Falls, SD 57104

A description of the railroad equipment covered by the enclosed document is for four hundred nine (409) 4600-4750 cu. ft. capacity covered hopper cars; with NOKL, ICE and IMRL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(ICE009/009A)

ASSGN. NO.: ICE009/009A

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15 day of September, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Iowa, Chicago & Eastern Railroad Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 15, 2002 Lessee, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 10, 2009 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENT SALES & MARKETINGBy: Janica L. EnolvaName: Janica L EnolvaTitle: Manager of DocumentationExecuted on this 15th day of September, 2009.

[CORPORATE SEAL]

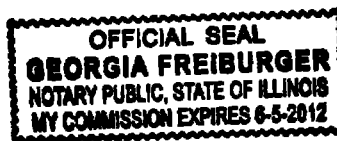
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of September, 2009.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

IOWA, CHICAGO & EASTERN RAILROAD
CORPORATION

By: John B Gabel

Name: JOHN B GABEL

Title: AVP Cust Serv & Equip Mgmt

ATTEST:

By: Joelle Messling

Name: Joelle Messling

Title: Admin Assistant

Executed on this 13th day of July, 2009.

[CORPORATE SEAL]

STATE OF South Dakota

COUNTY OF Minnehaha

I, Joelle Messling, a Notary Public of the County and State aforesaid,
certify that John Gabel personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of July, 2009.

Joelle Messling
Notary Public

Commission Expires:

November 10 2014
(Notary Public)



EXHIBIT A to MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Four hundred and nine (409)
- II. DESCRIPTION OF CARS: 4600 - 4750 cu. ft. capacity covered hopper cars with trough hatches and gravity gates, maximum weight on rail of 263,000 and 268,000 lbs.

III. CAR NUMBERS:

NOKL	003108	NOKL	821631	NOKL	822931	ICE	815349	ICE	821483
NOKL	003110	NOKL	821650	NOKL	823006	ICE	815404	ICE	821489
NOKL	003112	NOKL	821652	NOKL	823098	ICE	815409	ICE	821527
NOKL	003113	NOKL	821654	NOKL	824375	ICE	815443	ICE	822065
NOKL	003114	NOKL	821659	NOKL	826083	ICE	815457	ICE	822085
NOKL	003116	NOKL	821661	NOKL	826113	ICE	815474	ICE	822096
NOKL	003119	NOKL	821666	NOKL	826141	ICE	815480	ICE	822100
NOKL	003120	NOKL	821675	NOKL	826166	ICE	815485	ICE	822103
NOKL	003122	NOKL	821687	NOKL	826170	ICE	815494	ICE	822359
NOKL	003123	NOKL	821691	NOKL	826171	ICE	815499	ICE	822430
NOKL	003125	NOKL	821696	NOKL	826186	ICE	816525	ICE	823304
NOKL	003126	NOKL	821699	NOKL	826192	ICE	816527	ICE	823307
NOKL	003136	NOKL	821712	NOKL	826196	ICE	816528	ICE	823310
NOKL	003138	NOKL	821714	NOKL	827577	ICE	818195	ICE	823312
NOKL	003145	NOKL	821731	NOKL	827579	ICE	818196	ICE	823317
NOKL	816401	NOKL	821823	NOKL	827846	ICE	820000	ICE	823320
NOKL	816406	NOKL	821849	NOKL	829244	ICE	820001	ICE	823321
NOKL	816407	NOKL	821869	NOKL	830913	ICE	820685	ICE	823323
NOKL	816410	NOKL	821889	NOKL	831028	ICE	820801	ICE	823324
NOKL	816413	NOKL	821940	NOKL	831032	ICE	820802	ICE	823326
NOKL	816415	NOKL	822202	NOKL	831035	ICE	820808	ICE	823327
NOKL	816416	NOKL	822753	NOKL	831036	ICE	820812	ICE	823328
NOKL	816418	NOKL	822760	NOKL	831040	ICE	820818	ICE	823330
NOKL	816425	NOKL	822767	NOKL	831044	ICE	820828	ICE	823335
NOKL	816432	NOKL	822774	NOKL	831212	ICE	820834	ICE	823380
NOKL	816438	NOKL	822775	NOKL	833310	ICE	820848	ICE	823383
NOKL	816441	NOKL	822776	NOKL	833311	ICE	820850	ICE	823436
NOKL	816442	NOKL	822778	ICE	815229	ICE	820869	ICE	823773
NOKL	821533	NOKL	822780	ICE	815230	ICE	821028	ICE	823945
NOKL	821538	NOKL	822792	ICE	815232	ICE	821030	ICE	823952
NOKL	821542	NOKL	822809	ICE	815233	ICE	821061	ICE	823969
NOKL	821566	NOKL	822828	ICE	815251	ICE	821070	ICE	823990
NOKL	821567	NOKL	822829	ICE	815274	ICE	821072	ICE	823991
NOKL	821568	NOKL	822831	ICE	815276	ICE	821083	ICE	824017
NOKL	821573	NOKL	822836	ICE	815286	ICE	821087	ICE	824020
NOKL	821577	NOKL	822841	ICE	815299	ICE	821091	ICE	824032
NOKL	821583	NOKL	822843	ICE	815315	ICE	821095	ICE	824342
NOKL	821587	NOKL	822863	ICE	815341	ICE	821103	ICE	824371
NOKL	821597	NOKL	822872	ICE	815344	ICE	821107	ICE	824409

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ICE	824501	ICE	825105	ICE	826039	ICE	826294	IMRL	815270
ICE	824517	ICE	825106	ICE	826040	ICE	827968	IMRL	818197
ICE	824576	ICE	825107	ICE	826044	ICE	828174	IMRL	821066
ICE	824589	ICE	825110	ICE	826060	ICE	828791	IMRL	821102
ICE	824591	ICE	825111	ICE	826061	ICE	829247	IMRL	821484
ICE	824812	ICE	825112	ICE	826069	ICE	829359	IMRL	821530
ICE	824813	ICE	825113	ICE	826072	ICE	829360	IMRL	822080
ICE	824828	ICE	825116	ICE	826073	ICE	829361	IMRL	824951
ICE	824832	ICE	825118	ICE	826076	ICE	829362	IMRL	825055
ICE	824834	ICE	825120	ICE	826080	ICE	829363	IMRL	825064
ICE	824860	ICE	825121	ICE	826089	ICE	829365	IMRL	825086
ICE	824931	ICE	825124	ICE	826101	ICE	829367	IMRL	825088
ICE	824967	ICE	825125	ICE	826103	ICE	829368	IMRL	825726
ICE	824980	ICE	825126	ICE	826104	ICE	830023	IMRL	826019
ICE	824982	ICE	825131	ICE	826106	ICE	830027	IMRL	826034
ICE	825042	ICE	825133	ICE	826124	ICE	830136	IMRL	826092
ICE	825043	ICE	825135	ICE	826125	ICE	830138	IMRL	826135
ICE	825045	ICE	825140	ICE	826134	ICE	830139	IMRL	826149
ICE	825048	ICE	825141	ICE	826137	ICE	830140	IMRL	826222
ICE	825052	ICE	825345	ICE	826152	ICE	830141	IMRL	826263
ICE	825053	ICE	825706	ICE	826160	ICE	830143	IMRL	826265
ICE	825056	ICE	825712	ICE	826165	ICE	830144	IMRL	826269
ICE	825057	ICE	825713	ICE	826168	ICE	830150	IMRL	826290
ICE	825059	ICE	825716	ICE	826175	ICE	830151	IMRL	829204
ICE	825060	ICE	825718	ICE	826177	ICE	830156	IMRL	830176
ICE	825063	ICE	825721	ICE	826184	ICE	830158	IMRL	832039
ICE	825065	ICE	825725	ICE	826199	ICE	830160		
ICE	825071	ICE	825727	ICE	826200	ICE	830165		
ICE	825075	ICE	825730	ICE	826213	ICE	830166		
ICE	825077	ICE	825732	ICE	826216	ICE	830169		
ICE	825078	ICE	825734	ICE	826231	ICE	830174		
ICE	825079	ICE	825737	ICE	826235	ICE	830177		
ICE	825080	ICE	825738	ICE	826236	ICE	830178		
ICE	825085	ICE	825739	ICE	826246	ICE	830187		
ICE	825087	ICE	825740	ICE	826252	ICE	830291		
ICE	825089	ICE	825741	ICE	826257	ICE	830732		
ICE	825091	ICE	825742	ICE	826258	ICE	831155		
ICE	825092	ICE	825744	ICE	826259	ICE	832029		
ICE	825093	ICE	825745	ICE	826262	ICE	832034		
ICE	825094	ICE	825746	ICE	826270	ICE	832037		
ICE	825095	ICE	825749	ICE	826272	ICE	832053		
ICE	825097	ICE	826008	ICE	826277	ICE	832061		
ICE	825098	ICE	826009	ICE	826280	ICE	832518		
ICE	825099	ICE	826014	ICE	826281	ICE	832533		
ICE	825101	ICE	826020	ICE	826282	ICE	833180		
ICE	825102	ICE	826027	ICE	826284	IMRL	815150		
ICE	825104	ICE	826038	ICE	826285	IMRL	815249		